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EXECUTIVE SECRETARY

October 27, 1999

VIA OVERNIGHT MAIL

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Docket No. 99-00636 -- Approval of Interconnection Agreement Negotiated by
United Telephone-Southeast, Inc. and KMC Telecom III, Inc. Pursuant to
Sections 251 and 252 of the Telecommunications Act of 1996

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, and after consultation with Mr. Carsie Mundy of the Tennessee Regulatory Authority ("TRA") staff, KMC Telecom III, Inc. ("KMC III") is hereby submitting to the TRA the original and thirteen (13) copies of the attached Petition for Approval of First Amendment to the Interconnection Agreement.

As this submission is in conjunction with the proceeding to approve the previously filed interconnection agreement in this docket, we understand that no filing fee is required. Thank you for your prompt attention to this matter.

Sincerely,
KMC Telecom III, Inc.

By: 

Eric J. Branfman
Harry N. Malone
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W. - Suite 300
Washington, D.C. 20007

cc: Carsie Mundy, TRA
Floyd McKendree, Sprint

Counsel for KMC Telecom III, Inc..

FILE

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

REC'D TN
REGULATORY AUTH.

99 OCT 29 PM 3 22

In re Approval of the Interconnection Agreement Negotiated by United Telephone-Southeast, Inc. and KMC Telecom III, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996. EXECUTIVE SECRETARY

Docket No. 99-00636

**PETITION FOR APPROVAL OF FIRST AMENDMENT TO THE
INTERCONNECTION AGREEMENT NEGOTIATED BETWEEN UNITED
TELEPHONE-SOUTHEAST, INC. AND KMC TELECOM III, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COMES NOW, KMC Telecom III, Inc. ("KMC III") to file this request for approval of Amendment 1, dated October 14, 1999 ("Amendment") to the Interconnection Agreement dated August 11, 1999, ("Agreement") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, KMC III states the following:

1. KMC III and Sprint have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by Sprint and the resale of Sprint's telecommunications services to KMC III. A copy of the executed Agreement was filed with this Commission on August 30, 1999. Approval of this agreement is still pending before the Commission.

2. KMC III and Sprint have successfully negotiated an amendment to their agreement for interconnection of their networks. A copy of the executed amendment is included as an attachment to this Petition.

2. Pursuant to Section 252(e) of the Telecommunications Act of 1996, this Amendment is being submitted to the TRA for its consideration and approval.

3. Section 252(e)(2) of the Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against or telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

4. The Agreement, as amended by Amendment 1, is consistent with the standards for approval. The approval of said Agreement and Amendment will facilitate entry of a new competitor in the local exchange market, which will introduce new competitive alternatives to the public.

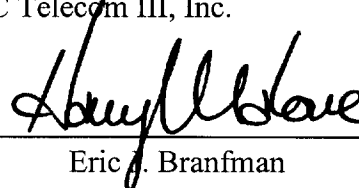
5. Pursuant to Section 252(i) of the Act, once this Agreement, as amended, is approved, Sprint shall make available, any interconnection, service, or network element provided under this Agreement upon the same terms and conditions contained in this Agreement.

KMC III respectfully requests that the TRA approve the Agreement negotiated between the parties as soon as possible.

This 28th day of October, 1999.

Respectfully submitted,
KMC Telecom III, Inc.

By: _____



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Harry N. Malone
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W. - Suite 300
Washington, D.C. 20007
(202) 424-7500

Counsel for KMC Telecom III, Inc.

AMENDMENT NO. 1 TO THE

Master Network Interconnection and Resale Agreement

**Between United Telephone - Southeast and KMC Telecom III, Inc.
for the State of Tennessee**

This Amendment No. 1 is made on this 14th day of October, 1999, by and between United Telephone - Southeast ("Sprint"), a Virginia corporation with offices at 14111 Capital Blvd., Wake Forest, North Carolina 27587-5900 and KMC Telecom III, Inc. ("KMC"), a Delaware corporation, with offices at 1545 Route 206, Suite 300, Bedminster, NJ 07921-2567. (Sprint and KMC may be referred to herein individually as a "Party" and collectively as the "Parties").

WITNESSETH

WHEREAS Sprint and KMC are parties to an Interconnection Agreement under Sections 251 and 252 of the Telecommunications Act of 1996 dated August 11, 1999 and filed with this Commission on August 28, 1999 ("Agreement"); and

WHEREAS, the Agreement adopted the terms of the Interconnection and Resale Agreement entered into by Sprint and US LEC of Tennessee, approved by this Commission on February 23, 1999 in Docket No. 98-00867 ("Underlying Agreement"); and

WHEREAS, the Parties now desire to amend the Agreement to add additional terms;

NOW THEREFORE in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree to amend the Agreement as follows:

1. On page 1, paragraph 2 of the Agreement, change the approval date of the Underlying Agreement from the 23rd day of March, 1999, to the 23rd day of February, 1999.

2. Add the following sentence to the end of section 1.2 of the Underlying Agreement:

In the case of resold services, KMC customers will continue to receive any discontinued service or arrangement for resale to its customers for as long as Sprint continues to provide those same services to its own customers.

3. Add the following section to Part A of the Underlying Agreement:

Section 33 – Section 252(i) obligations

If either Party enters into an agreement ("the Other Agreement") approved by the Commission pursuant to section 252 of the Act which provides for provision of an interconnection arrangement, service, or network element covered in this Agreement to another requesting Telecommunications carrier, including itself or its affiliate, such Party shall make available to the other Party such interconnection, service, or network element upon the same terms and conditions as those provided in the Other Agreement, pursuant to section 252(i) of the Act.

IN WITNESS WHEREOF, the Parties thereto have caused this Amendment to be executed by their duly respective authorized representatives.

United Telephone - Southeast, Inc.

By: 

Name: William E. Cheek

Title: VP- Sales & Account Management

Date: October 14th, 1999

KMC Telecom III, Inc.

By: 

Name: **Michael Sternberg**
President

Title: _____

Date: October 20, 1999